

COTY INC.

Form 4

August 21, 2015

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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Estimated average  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JAB Cosmetics B.V.

2. Issuer Name **and** Ticker or Trading  
Symbol  
COTY INC. [COTY]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
OUDEWEG 147,  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/19/2015

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ Form filed by More than One Reporting  
Person

HAARLEM, P7 2031 CC

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock, par value \$0.01 per share	08/19/2015		P	181,300 (1)	\$ 29.1686 (2)	1,612,871	D
Class A Common Stock, par value \$0.01 per share	08/20/2015		P	181,300 (1)	\$ 28.9595 (3)	1,794,171	D

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Class A  
Common  
Stock, par value \$0.01 per share

08/21/2015	P	181,300 (1)	A	\$ 28.3921 (4)	1,975,471	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAB Cosmetics B.V. OUDEWEG 147 HAARLEM, P7 2031 CC		X		
Agnaten SE ROOSEVELTPLATZ 4-5 TOP 10 VIENNA, C4 A-1090		X		
Lucesca SE ROOSEVELTPLATZ 4-5 TOP 10 VIENNA, C4 A-1090		X		
		X		

JAB Holdings B.V.  
OUDEWEG 147  
HAARLEM, P7 2031 CC

## Signatures

/s/ Joachim Creus and /s/ Markus Hopmann as Managing Directors	08/21/2015
__Signature of Reporting Person	Date
/s/ Joachim Creus and /s/ Markus Hopmann as Authorized Representatives	08/21/2015
__Signature of Reporting Person	Date
/s/ Constantin Thun-Hohenstein and /s/ Dietmar Guetter as Authorized Representatives	08/21/2015
__Signature of Reporting Person	Date
/s/ Joachim Creus and /s/ Markus Hopmann as Managing Directors	08/21/2015
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Purchases made pursuant to a written plan under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and in accordance with Rule 10b-18 of the Exchange Act.  
  
The shares were purchased in multiple transactions on August 19, 2015 at actual purchase prices ranging from \$28.82 to \$29.58 per share, exclusive of any fees, commissions or other expenses. The price reported reflects the weighted average purchase price for the transactions. The reporting persons undertake to provide upon request by the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- (2) The shares were purchased in multiple transactions on August 20, 2015 at actual purchase prices ranging from \$28.84 to \$29.10 per share, exclusive of any fees, commissions or other expenses. The price reported reflects the weighted average purchase price for the transactions. The reporting persons undertake to provide upon request by the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- (3) The shares were purchased in multiple transactions on August 21, 2015 at actual purchase prices ranging from \$28.25 to \$28.56 per share, exclusive of any fees, commissions or other expenses. The price reported reflects the weighted average purchase price for the transactions. The reporting persons undertake to provide upon request by the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- (4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.